



NON-DISCLOSURE AGREEMENT

THIS AGREEMENT made and entered into this 18th day of June, 1997 by and between Airborne Freight Corporation and Moveit! Software.

RECITALS

A. Representatives of Airborne Freight Corporation and Moveit! Software are about to enter into discussions regarding Customer Linkage and other EDI functions.

B. In the course of such discussions, it is expected that each party's representatives will receive or have access to certain information originated by the other party (i.e. designs, specifications, etc.) relating to the above identified subject and delivered by the parties to be unpublished, private and proprietary at the time of disclosure;

C. Each party wishes to enter into an agreement in order to protect each other's interest concerning such private information:

NOW THEREFORE, each party hereto hereby agree as follows:

1. Any information given to either party for the purpose herein set forth shall remain the property of the party giving the information and shall not be published or otherwise disseminated by either party's representatives or agents or employees without prior written permission.

2. Each party will use the same effort to avoid publication or other disclosure of said information as each party uses with respect to similar information which it owns and desires not to publish or disseminate.

3. All information furnished to either party shall not be copied or otherwise reproduced except insofar as may reasonably be required for the purposes for which it was disclosed and any such information that has been reproduced to written or graphic form shall be returned.

4. Nothing herein shall limit the use of dissemination of information not actually derived from either of the parties.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

MOVEIT! SOFTWARE

By: John M. Dietz
John M. Dietz

Title: SVP & COO.

Date: 6/23/97

AIRBORNE FREIGHT CORPORATION

By: Renee P. Kendelski
Renee P. Kendelski

Title: Customer Automation Consultant

Date: 6/18/97